

**MIAMI PALMETTO SENIOR HIGH SCHOOL
ALUMNI ASSOCIATION
BY-LAWS**

ARTICLE I. NAME

The name is set forth in the Articles of Incorporation of the Miami Palmetto Senior High School Alumni Association and shall henceforth be known as the Association.

ARTICLE II. MISSION

SECTION 1: The Association's purpose is to advance the interests of Miami Palmetto Senior High School and its students and faculty, promote fellowship amongst its alumni, develop and assist in fundraising activities to provide financial support to the school and its students for educational purposes through academic programs and extracurricular activities.

ARTICLE III. AUTHORITY

SECTION 1: The Association shall constitute the only officially-sanctioned alumni association of Miami Palmetto Senior High School.

ARTICLE IV. OFFICE

SECTION 1: The office and principal place of business of the Association shall be in Miami-Dade County, Florida.

ARTICLE V. MEMBERSHIP

SECTION 1: Membership shall consist of Miami Palmetto Senior High School alumni, spouses of alumni, faculty, administration, parents of enrolled students and alumni, and members of the community at large with an interest in promoting the goals of the Association. Members must be in good standing, fulfilling the requirements of membership dues, fees, good conduct, etc., adopted by the Board of Directors. The President of the current senior class of Miami Palmetto Senior High School shall be automatically considered an Ex Officio member of the Association.

SECTION 2: Members must abide by the legally recognized standards of professional and business practices and good conduct established by the State of Florida. Members who display improper conduct toward, discredit, or perform a disservice to the Association in any manner, whether in the confines of the Association or in outside facilities, shall be subject to suspension or expulsion by the Board of Directors. By a majority vote of the Board of Directors in attendance at a regular or special meeting, a member may be suspended or expelled.

SECTION 3: The Board of Directors shall determine the amount of membership dues and/or fees and shall set rules and procedures regarding the payment of same by the membership.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

SECTION 1: The Initial Board of Directors duties and responsibilities shall be to organize, form and elect Initial Officers and Directors.

SECTION 2: The Initial Board of Directors shall organize, form and recruit the membership of the Association and establish and maintain an alumni listing, shall further adopt and collect dues, donations, etc., and establish a bank depository for said funds.

SECTION 3: The Initial Board of Directors shall determine when sufficient membership has been achieved to establish and co-ordinate the first general elections according to the Articles of Incorporation and By-Laws, but shall serve a term of no longer than one year. The first general election for a Board of Directors shall take place within that year.

SECTION 4: The Initial Board of Directors may conduct business as described in the Articles of Incorporation and By-Laws. However, its primary mandate and goal is to organize and recruit membership and funds to establish the Association and further to coordinate the first general election when sufficient membership has been achieved.

SECTION 5: After the first general elections have been achieved and the new Board of Directors has been installed in office, the By-Laws shall further set forth the mandates of the duly elected Board of Directors and Officers.

ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS

SECTION 1: The Board of Directors and Officers of the Association are set forth in the Articles of Incorporation and the By-Laws of the Association. All actions of the Board will be formalized and recorded in official minutes for easy reference by the Board of Directors. The Board of Directors shall adopt such rules and regulations as may be required to conduct the affairs of the Association. The Board of Directors will prepare appropriate reports necessary to keep the members informed of the Association's goals, programs, finances, and efforts.

SECTION 2: The Board of Directors and Officers shall consist of seven (7) members in good standing with the Association, and one (1) Ex-Officio Director in good standing with the Association. This position shall automatically be held and served by the immediate past President of the Board of Directors. The Board of Directors and Officers shall henceforth be known as Directors and Officers.

SECTION 3: The Officers of the Association shall be as follows: President, Vice-President, Secretary, and Treasurer. The Officers and Directors shall be elected annually for two-year staggered terms by the highest vote count for each respective office and for all director positions by the general membership in good standing of the Association.

SECTION 4: The terms of office shall be for two (2) years for Officers and Directors. A member may be re-nominated, elected and succeed herself/himself as an Officer or Director for sequential terms. A member may not be nominated, seek office, or be elected to more than one office at the same time.

SECTION 5: Any officeholder may be removed from office by the affirmative vote of two-thirds (2/3) of the general membership in good standing of the Association or by affirmative vote of five (5) members of the Board of Directors.

SECTION 6: The President shall preside as Chairperson of the Board of Directors and shall jointly manage the property and business of the Association. A majority of the members of the Board of Directors shall constitute a quorum but a smaller number may adjourn a meeting. All Regular or Special Meetings and business shall be determined by the President and the Board of Directors. The President shall preside and conduct said meetings under the parliamentary procedures of Robert's Rules of Order, Revised.

SECTION 7: The Board of Directors shall direct the Membership Committee to maintain, organize, form and recruit the membership of the Association and maintain an alumni directory. The Board of Directors shall additionally provide for the adoption and collection of dues, donations, etc., and the maintenance of a bank depository for said funds. The Board of Directors shall further abide by, fulfill and enforce the requirements set forth in the Articles of Incorporation and By-Laws. The Board of Directors shall by resolution and majority vote, allocate funds for projects and activities that are approved.

SECTION 8: The Board of Directors by majority vote shall appoint a replacement for vacancies of Directors and Officers with the exception of the Ex-Officio Director and the President. The Board of Directors may remove from office any member of the Board of Directors who has missed three consecutive meetings without just cause.

Section 9. The Board may invite one (1) Miami Palmetto Senior High School paid administrator or staff member, and one (1) current Miami Palmetto Senior High School Senior Class officer to serve as non-voting members of the Board. Neither of these non-voting members shall constitute a part of the quorum.

ARTICLE VIII. DUTIES OF THE OFFICERS

SECTION 1: PRESIDENT: The President shall be the executive officer of the Association and shall preside over and establish an agenda of business to be conducted at all Regular and Special Meetings of the Board of Directors and general membership. The President shall be the liaison between the Association and Miami Palmetto Senior High School, including the administration and the PTSA, and shall be mandated to enforce and perform all duties that are inherent to the office of President that are adopted by the Board of Directors and governed by the Articles of Incorporation and By-Laws of the Association. In the absence of any officer, the President or the Board of Directors may temporarily appoint a Director or Officer to assume their responsibilities.

SECTION 2: VICE-PRESIDENT: The Vice-President shall report to the President and be vested with all the duties and mandates of the office of President in the absence, incapacity or vacancy of the office of President. When a vacancy occurs in the office of President, the Vice-President shall assume the duties and mandates of the office of President, and the Board of Directors shall by majority vote appoint a replacement for the office of Vice-President. The Vice-President shall perform projects and tasks as provided by the President and Board of Directors and shall serve as chairperson of the Membership Committee. The Vice-President shall further serve as Parliamentarian and shall advise the President.

SECTION 3: SECRETARY: The Secretary shall report to the President and shall keep a written record of the minutes of all meetings of the membership and of the Board of Directors. The Secretary shall be the custodian of all records of the Association including but not limited to official minutes of all meetings, official correspondence, the permanent files and records of the Treasurer and all committees, and further shall perform such duties that are inherent to the office of Secretary and as prescribed by the President. The Secretary shall have the responsibility for conducting all elections and shall serve as chairperson of the Election Committee.

SECTION 4: TREASURER: The Treasurer, who shall serve as chairperson of Finance and Fundraising Committee, shall report to the President and be the custodian of all funds of the Association. The Treasurer shall maintain accurate records and accounts in appropriate accounting ledger books for but not limited to membership dues, receipts, disbursements, credits, assets, liabilities, and general transactions of the Association. The Treasurer shall endorse for collection or deposit to the credit of the Association all bills, notes, checks, other negotiable instruments, receipt of depository or depositories that belong to the Association and as may be designated by the Board of Directors. The Treasurer shall disburse funds of the Association only by an allocation approved by the majority of Board of Directors and that is duly reflected in the minutes of the meeting where the allocation was approved. The President shall instruct the Treasurer to disburse funds that have been approved by the Board of Directors. All disbursement checks must be co-signed by both the Treasurer and the President or Vice President.

ARTICLE IX. ELECTIONS

SECTION 1: The Initial Board of Directors and Officers shall serve a term that shall not exceed one year.

SECTION 2: Elections for the Board of Directors and Officers shall be held annually, and shall be certified at the Annual Meeting of the general membership as stipulated in the By-Laws of the Association. Elected Officers and Directors shall serve a term for two (2) years. The election of Officers shall be staggered so that the posts of President and Secretary, and of Vice President and Treasurer, respectively, fall vacant in alternate years.

SECTION 3: Members in good standing who are unable to attend the annually scheduled Regular Meeting and wish to cast a ballot in the annual election, must submit in writing a request for an absentee ballot to the Election Committee no later than 30 days prior to the Annual Meeting as stipulated in the By-Laws of the Association. The Election Committee shall provide absentee ballots to members in good standing. In order for Absentee ballots to be valid they must be received no later than the Annual Meeting, as stipulated in the By-Laws of the Association. The Board of Directors may, in its discretion, establish secure Internet absentee voting procedures.

SECTION 4: Candidates for office of Board of Directors and Officers must submit in writing to the Election Committee their candidacy no later than 60 days prior to the Annual Meeting as stipulated in the By-Laws of the Association.

SECTION 5: The Secretary shall preside over the Election Committee composed of five (5) members in good standing who are not candidates for election. In the event the Secretary is a candidate for office, the Board of Directors shall submit nominations for the election committee and chairperson. The Election Committee shall conduct said elections according to adopted rules by the Board of Directors and the mandates of the Articles of Incorporation and By-Laws. The Election Committee shall calculate voting results and by majority vote confirm the results of the election and convey the identity of the newly elected Board of Directors and Officers to the President. The President shall announce the newly elected Board of Directors and Officers to the incumbent Directors, Officers and general membership and shall further schedule and preside over the induction of the newly elected Directors and Officers.

ARTICLE X. MEETINGS

SECTION 1: Regular Meetings: The Regular Meetings of the general membership shall, when necessary, be held quarterly. The location, time, date, and order of business shall be determined and announced with sufficient notice by the President and Board of Directors. At least one regular meeting per year shall be held at Miami Palmetto Senior High School.

SECTION 2: Annual Meeting: The Annual Meeting of the general membership shall be the first regular meeting of the fiscal year and shall be held within 90 days of the start of the academic year. The location, time, date, and order of business shall be determined and announced with sufficient notice, at least ten (10 business days) by the President and Board of Directors.

SECTION 3: Special Meetings: Special Meetings for the general membership may be called by the President or by six (6) Directors after not less than five (5) days' notice to each member, stating the purpose and agenda of said meeting and shall conduct only business published in said agenda. Further the President is mandated to call a Special Meeting upon the written request of at least fifteen (15) members in good standing.

SECTION 4: Board of Directors and Officers Regular Meeting: The Board of Directors shall meet no less than quarterly. The location, time, date, and order of business shall be determined by the President. The President is mandated to strive to obtain a consensus from Directors in order to achieve a quorum and further to give no less than one week's notice.

SECTION 5: Board of Directors and Officers Special Meeting: Special Meetings of the Board of Directors and Officers may be called by the President or by six (6) Directors after not less than five (5) days' notice to each Director, stating the purpose and agenda of said meeting and shall conduct only business published in said agenda.

ARTICLE XI. VOTING

SECTION 1: Only members in good standing may vote in elections and upon all questions. Voting on annual elections shall be by secret ballot, including absentee ballot. If authorized by the Board of Directors, Internet voting may be used. Voting on other issues and appointments shall be by voice or ballot. Voice votes that do not yield a clear determination may be polled by the President.

ARTICLE XII. STANDING COMMITTEES

SECTION 1: The Board of Directors, by majority vote, shall appoint members in good standing (including Officers and Directors) to Standing Committees that shall serve during the President's tenure of office. The Board of Directors shall also determine the chairperson of the Standing Committee, except as otherwise provided herein. The President shall have the authority to replace any committee member or chairperson. Such action shall not require the approval of the Board of Directors. Standing Committees shall consist of no less than three (3) members, including the chairperson.

SECTION 2: The Standing Committee Chairperson or representative shall report to the Board of Directors at the Board of Directors and Officers Regular Meeting and, if necessary, at Special Meetings.

SECTION 3: The Standing Committee Chairperson or representative or the President and Directors may call upon the membership for voluntary assistance to accomplish its task and projects of the Association.

SECTION 4: The Board of Directors, by resolution, may authorize the Treasurer to provide the Standing Committees funds necessary for specific projects approved by the Board of Directors. The Standing Committee Chairperson shall be responsible for the proper accounting of receipts and expenditures of the specific projects approved by the Board of Directors and further shall report and be supervised by the Treasurer.

SECTION 5: The Standing Committees shall be and have the following duties and responsibilities:

PART A: Membership Committee: The Membership Committee shall encourage, promote and recruit desirable members for the Association and maintain an active membership in good standing. The Membership Committee shall examine all applications for membership and submit such applications with recommendations to the Board of Directors for final decision. The Secretary shall inform the applicant of the Board of Directors decision. The Membership Committee shall maintain an active alumni directory that shall be used for mailings of the Association. The Membership Committee shall attempt to resolve misunderstandings and unpleasant discord among the membership and make every effort to assist and welcome new members, prospective members and guests. The Membership Committee shall inform new members, prospective members and guests of the tradition, practices endeavors of the Association. The Membership Committee shall advise the President and Secretary as may be necessary with expressions of sympathy and or other matters within their purview.

PART B: Finance and Fundraising Committee: The Treasurer shall be the chairperson of the Finance and Fundraising Committee. The Finance and Fundraising Committee shall assist the Treasurer in arranging and coordinating allocations approved by the Board of Directors. The Finance and Fundraising Committee shall make recommendations to the Board of Directors in matters not limited to fundraising, investments, property, statements, funding, dues, allocations, assessments, quotations, etc., that correspond to the general financial welfare of the Association.

PART C: Election Committee: The duties and responsibilities of the Election Committee are set forth in the By-Laws of the Association. The Secretary shall be the chairperson of the Election Committee.

PART D: Communications Committee: The Communications Committee is responsible for establishing and implementing effective methods of communication between and among the Officers, the Board of Directors, the general membership, the school and the community at large.

PART E: Social and Networking Committee: The Social and Networking Committee is responsible for planning and coordinating the social and networking events of the Association, including finding locations and hosting events.

PART F: Hall of Fame Committee: The Hall of Fame Committee is responsible for planning and coordinating the establishment of a Hall of Fame and for identifying outstanding graduates, attendees, faculty and administration members of Miami Palmetto Senior High School for induction into the Hall of Fame.

PART G: Scholarship Committee: The Scholarship Committee is responsible for establishing the terms and conditions of scholarships funded by the Association, including but not limited to the interviewing of prospective recipients for scholarships and the presentation of said scholarships. In coordination with the Finance and Fundraising Committee, it shall assist in the procurement of scholarship funds to support the higher education goals of graduating seniors of Miami Palmetto Senior High School.

PART H: Special Projects Committee: The Special Projects Committee, in consultation with the Finance and Fundraising Committee, is responsible for making recommendations to the Board of Directors regarding the funding of major projects to promote and support Miami Palmetto Senior High School.

PART I: Ad Hoc Committees: The Board of Directors may from time to time establish various Ad Hoc Committees to assist the Board in carrying out the purposes of the Association.

ARTICLE XIII. AMENDMENTS

SECTION 1: These by laws may be amended or altered by a two thirds vote of the Board of Directors present at any Regular or Special Meeting of the Association called for that purpose, provided notice has been communicated in writing and/or electronic means at least ten (10) business days prior to the time fixed for the scheduled meeting setting forth in substance the proposed amendments.